

From: [Phan, Johnny](#)
To: [Downtown West Project](#)
Subject: FW: Draft Addendum #3 to Reimbursement Agreement
Date: Wednesday, June 9, 2021 3:26:09 PM
Attachments: [1826737_2.docx](#)

From: Phan, Johnny
Sent: Monday, June 7, 2021 2:25 PM
To: Miller, Gregg <gmliller@coblentzlaw.com>
Subject: Draft Addendum #3 to Reimbursement Agreement

See attached. Johnny

Johnny V. Phan

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**ADDENDUM #3 TO FUNDING AND REIMBURSEMENT AGREEMENT
BY AND BETWEEN
THE CITY OF SAN JOSE AND GOOGLE, LLC.
RELATED TO DIRIDON STATION AREA PLANNING AND
GOOGLE DOWNTOWN WEST MIXED-USE PLAN**

This Third Addendum to the Funding and Reimbursement Agreement dated June 17, 2019 together with the First Addendum to the Funding and Reimbursement Agreement dated June 8, 2020, and the Second Addendum dated October 7, 2020 (collectively referred to as the "Agreement") is entered into as of June XX, 2021 (the "Effective Date") by and between the City of San José, a California Municipal Corporation ("CITY") and Google LLC, a Delaware limited liability company ("GOOGLE"). Defined terms from the Agreement are repeated herein where applicable. The Agreement is hereby supplemented as specifically referenced below; in all other respects, the Agreement remains the same and is confirmed by the parties.

WHEREAS, in accordance with the Agreement, GOOGLE initially provided the City with \$4,473,580.00 Dollars to provide the CITY with funding relating to review and process of the environmental impact report and related project approvals and agreements, including project hearings before the Planning Commission and City Council, all of which were defined as "WORK" in the Agreement. In accordance with the Agreement, Google subsequently provided the CITY with an additional \$1,811,983 Dollars for additional costs expected to be incurred with regard to the WORK. Of this amount, the CITY is budgeting \$609,952 of unspent funds for use in fiscal year 2021-2022 as further set forth in Exhibit A.

WHEREAS, CITY and GOOGLE now wish to amend the Agreement to fund the CITY with an additional \$225,000 Dollars to support the next phase of the project implementation work in fiscal year 2021-2022. This additional amount, combined with the carryover funds, will cover the full costs of four dedicated staff for fiscal year 2021-2022, as identified in Exhibit A attached hereto and incorporated by reference. Additional deposit and funding will be required for any hourly work by the City on the next phase of the project implementation work in fiscal year 2021-2022 and will be covered in a separate Addendum or agreement.

NOW THEREFORE, in consideration of the mutual agreement of the parties and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, GOOGLE hereby agrees to reimburse CITY for the entire requested amount of \$225,000. The payment is due no later than July 9, 2021.

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APPROVED AS TO FORM:

JOHNNY V. PHAN
Chief Deputy City Attorney

“CITY”

CITY OF SAN JOSE,
a municipal corporation

By: _____
SARAH ZARATE
Director of Office of Administration, Policy
and Intergovernmental Relations

“GOOGLE”

GOOGLE LLC
a Delaware limited liability company authorized
to conduct business in the State of California

By: _____
Print Name: _____
Title: _____

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EXHIBIT A

Anticipated Services and Reimbursements FY 21-22	
<u>City Staff Costs</u>	
Diridon Program Manager (1.0 FTE)	\$250,000
Land Use Planners (2.00 FTE)	\$334,592
Transportation Planner (1.0 FTE)	\$250,000
Subtotal: City Staff	\$834,592
Minus: Fund Balance from 20-21	-\$609,592
Total	\$225,000